September 10, 2018

CERTIFICATE OF TAX EXEMPTION NO. 1184-18

CERTIFICATE OF TAX EXEMPTION

TO ALL WHOM IT MAY CONCERN :

This certifies that **DEFINITE GAMING PTE. LTD. PHILIPPINES, INC.**, with Taxpayers Identification Number (TIN) 000-000-000-000, is exempt from income tax and creditable withholding tax on its income received directly in connection with its project, **New Services Export Provider — Support Services to Game Development** located at Unit No. 2505 Tycoon Centre, Pearl Drive, Ortigas Center, Pasig City, [1] a project duly registered with the Board of Investments (BOI) under Registration No. 2017-065 dated March 21, 2017, for a period of **four (4) years** beginning from **March 2017** or actual start of commercial operations/selling, whichever is earlier, but in no case earlier than the date of registration of the project with the BOI, pursuant to Executive Order No. 226, otherwise known as the "Omnibus Investments Code of 1987" and Section 2.57.5 (B) (2) of Revenue Regulations (RR) No. 2-98, as amended.

The grant of tax exemption herein is subject to the compliance with the provisions of applicable BIR rules and regulations and the Terms and Conditions stated at the back hereof. The Company is liable, however, for all other applicable taxes not discussed above.

This Certificate of Tax Exemption is being issued on the basis of the facts and documents as represented and submitted. However, if upon investigation, the BIR ascertains that the facts are different, then this Certificate shall be considered null and void.

Issued this 10th day of September, 2018.

(SGD.) CAESAR R. DULAY
Commissioner of Internal Revenue

ATTACHMENT

TERMS AND CONDITIONS

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OF THE CERTIFICATE OF TAX EXEMPTION

1. Only income directly attributable to the revenue generated from the registered project, **New Services Export Provider — Support Services to Game Development** located at Unit No. 2505 Tycoon Centre, Pearl Drive, Ortigas Center, Pasig City, shall be qualified for Income Tax Holiday (ITH), subject to the following conditions:

   a. The enterprise shall submit a list of games supported in the game development; and

   b. Revenues generated from online gaming shall not be qualified for ITH.

For this purpose, the enterprise shall submit, audited segregated income statements and simplified income statement form as prescribed by the board for this registered project. Net income from operation of the registered activity shall be certified under oath by the Chief Executive Officer (CEO) or Chief Financial Officer (CFO).

2. The Company's production and sales revenue at year 4:

Nature of Service	Max. Projected Revenue
Support Services to Game Development	Php_____

3. The Company's entitlement to ITH for its BOI-registered project is subject to the compliance with the provisions of the Specific Terms and Conditions of its BOI Registration.

4. Pursuant to Section 4 of Republic Act (RA) No. 10708, [2] the Company is required to file its tax returns and pay its tax liabilities, on or before the deadline as provided under the National Internal Revenue Code of 1997, as amended, using the electronic system for filing and payment of taxes of the BIR. It shall file with BOI a complete annual tax incentives report of its income-based tax incentives, VAT and duty exemptions, deductions, credits or exclusions from the tax base, as may be provided under E.O. 226, within the periods prescribed under RA No. 10708's Implementing Rules and Regulations and Joint Memorandum Circular No. 1-2016 dated September 1, 2016.

5. The Company shall be constituted as a withholding agent for the government if it acts as employer and any of its employees received compensation income subject to compensation withholding tax, or if it makes payments to individuals or corporations subject to the withholding taxes at source as required under Chapter XIII and Section 57 of the National Internal Revenue Code of 1997, as amended, and implemented by Revenue Regulations (RR) No. 2-98, as amended.

6. The Company is required to file on or before the 15th day of the fourth month following the close of its accounting period of a Profit and Loss Statement and Balance Sheet with the Annual Information Return under oath, stating its gross income and expenses incurred during the taxable year.

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7. Finally, the Company's books of accounts and other pertinent records shall be subject to periodic examination by revenue enforcement officers of this Bureau for the purpose of ascertaining whether it is complying with the conditions under which it has been granted tax exemption or tax incentives and its tax liability, if any, pursuant to Section 235 of the National Internal Revenue Code of 1997, as amended.

Footnotes

1. Transfer of location from 285-A Haig Street, Brgy. Daang Bakal, Mandaluyong City to Unit No. 2505 Tycoon Centre, Pearl Drive, Ortigas Center, Pasig City per LCS acknowledgment letter dated May 12, 2017.
2. An Act Enhancing Transparency in the Management and Accounting of Tax Incentives Administered by Investment Promotion Agencies.

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